

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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May 28, 1996

20106
RECORDATION NO. FILED 1-23

MAY 28 1996 - 11 42 AM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Notice of Name Change dated May 23, 1996, a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

ASSIGNOR: - BOT Financial & Leasing Corporation
(for purpose of indexing) 125 Summer Street
Boston, MA 02110

ASSIGNEE: BTM Financial & Leasing Corporation
(for purpose of indexing) 125 Summer Street
Boston, MA 02110

BOT Financial & Leasing Corporation has changed its name, effective as of April 1, 1996, to BTM Financial & Leasing Corporation. BTM Financial & Leasing Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed and recorded with the Board.

Counter parts - J. W. Maser

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Honorable Vernon A. Williams
May 28, 1996
Page 2

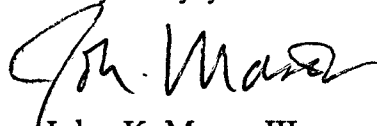
Enclosed is a remittance in the amount of \$21.00 for the required recording fee.

A short summary of the document to appear in the index follows:

Memorandum of Notice of Name Change.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Board acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "John K. Maser III". The signature is fluid and cursive, with the first name "John" being more prominent.

John K. Maser III
*Attorney for purposes of this filing
for BTM Financial & Leasing
Corporation*

Enclosures
1200-140

**MEMORANDUM OF
NOTICE OF NAME CHANGE**

20106

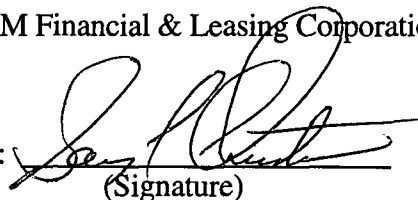
FILE 201001 103

WHEREAS, as evidenced by the attachment hereto, BOT Financial & Leasing Corporation, a Massachusetts corporation, has changed its name, effective as of April 1, 1996, to BTM Financial & Leasing Corporation, also a Massachusetts corporation.

IN WITNESS WHEREOF, BTM Financial & Leasing Corporation wishes to show for the public record the aforesaid name change, and, accordingly, it has caused this Memorandum of Notice of Name Change to be executed by a duly authorized officer this 23rd day of May, 1996.

BTM Financial & Leasing Corporation

By:


(Signature)

Name: Gary L. Christensen
(Type/Print)

Title: Senior Vice President
(Type/Print)

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

> SS:

On this 23rd day of May, 1996, before me personally appeared the within named Gary L. Christensen, to me personally known, who, by me being duly sworn, says that he/she is Senior Vice President of BTM Financial & Leasing Corporation, that he/she is duly authorized to executed the foregoing instrument on behalf of BTM Financial & Leasing Corporation and that the said instrument was signed on behalf of the said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said BTM Financial & Leasing Corporation.

Maria R. Wittle
Notary Public

[Notary Seal]

My Commission expires 1/27/2000

Examiner

Name

Approved

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

021

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

We, Leo R. Chausse, ~~President~~ ^{Executive} Vice President,
and Philip Sternstein, ^{*Clerk /} ~~Assistant Clerk~~,
of BOT Financial & Leasing Corporation,
(Exact name of corporation)
located at 125 Summer Street, Boston, Massachusetts 02110,
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

-1-

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted ^{by unanimous written consent of its stockholders} ~~at a meeting held on~~ ¹⁹ ~~19~~, by vote of:

10,000 shares of Common Stock of 10,000 shares outstanding,
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding,
(type, class & series, if any)

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon: ~~at least two thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of which the rights are adversely affected thereby:~~

To amend Article 1 of the Articles of Organization of this corporation
to change its name to BTM Financial & Leasing Corporation.

*Delete the inapplicable words.

**Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section "O."

² For amendments adopted pursuant to Chapter 156B, Section "I."

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

C.
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9-25-63

April __, 1996

Office of the Secretary of State
The Commonwealth of Massachusetts
One Ashburton Place
Boston, Massachusetts 02108

Ladies and Gentlemen:

Each of the undersigned corporations does hereby consent to the use of the corporation name "BTM Financial & Leasing Corporation" by a corporation previously existing under the name "BOT Financial & Leasing Corporation".

BTM FUNDING CORPORATION

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL & LEASING
CORPORATION B-3

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL & LEASING
CORPORATION B-4

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL & LEASING
CORPORATION B-6

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL & LEASING
CORPORATION B-11

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL & LEASING
PORTFOLIOS, INC.

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL SERVICES, INC.

By: Leo R. Vause
Executive Vice President

BTM FINANCIAL RESOURCES, INC.

By: Leo R. Vause
Executive Vice President

BTM ADMINISTRATORS, INC.

By: Leo R. Vause
Executive Vice President

BTM SERVICE CORP.

By: Leo R. Vause
Executive Vice President

BTM CAPITAL CORPORATION

By: Leo R. Vause
Executive Vice President

BTM VEHICLE LEASING, INC.

By: Leo R. Vause
Executive Vice President

[A large diagonal line is drawn across the top half of the page, likely indicating a cancellation or a placeholder for a signature.]

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 15 day of April, 19 96

Leo F. Chouinard _____ ~~*President~~ **Executive** Vice President.

Philip Thibault _____ ~~*Clerk / Assistant Clerk~~

*Delete the inapplicable words.

532477

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SECRETARY OF
THE COMMONWEALTH

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

96 APR -1 PM 12:48 (General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ 100 having been paid, said articles are deemed
to have been filed with me this 1st day of APRIL
19 96.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Elizabeth K. Johnson

BTM Capital Corporation

125 Summer Street

Boston, MA 02110